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Attorneys for plaintiff
GREAT AMERICAN INSURANCE COMPANY

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

Great American Insurance Company,

Interpleader-Plaintiff,
- v. -

American International Group, Inc., Maurice R. Greenberg, Starr International Company, Inc., C.V. Starr & Co., Inc., Edward E. Matthews, Howard I. Smith, Bernard M. Aidinoff, Steven Bensinger, Eli Broad, Vincent Cantwell, Michael J. Castelli, Pei-Yuan Chia, Marshall A. Cohen, William S. Cohen, Robert Crandall, William Dooley, Martin S. Feldstein, Ellen V. Futter, Leslie L. Gonda, John Graf, Evan G. Greenberg, Carla A. Hills, Frank J. Hoenemeyer, Richard C. Holbrooke, Robert P. Jacobson, Donald P. Kanak, Christian M. Milton, Kristian T. Moor, Michael L. Murphy, Win Neuger, Frank Petralito, Karen Radke, John J. Roberts, Ernest E. Stempel, Martin J. Sullivan, Jean-Baptist Tateossian, Thomas R. Tizzio, Edmund S.W. Tse, Joseph H. Umansky, Jay S. Wintrob, Frank G. Wisner, and Frank G. Zarb,

Interpleader-Defendants.

American International Group, Inc.,

Cross Claimant,
- v. -

Starr International Company, Inc., C.V. Starr & Co., Inc., Maurice R. Greenberg, Edward E. Matthews, and Howard I. Smith,

Cross Claim Defendants.

09-Civ-4476 (LTS)

NOTICE OF MOTION

PLEASE TAKE NOTICE that upon the annexed Declaration of James Sandnes, Esq., sworn to the 20th day of May, 2009, and the exhibits attached thereto, the accompanying memorandum of law, the complaint, and upon all prior proceedings and pleadings, Great American Insurance Company ("Great American") will move before this Court, at a time and place determined in accordance with the Rules for an order, pursuant to 28 U.S.C. § 1335(a)(2) and Rule 67 of the Federal Rules of Civil Procedure, granting Great American leave to deposit funds into the Registry of this Court, and for a preliminary injunction, pursuant to 28 U.S.C. § 2361 and Rule 65(a) of the Federal Rules of Civil Procedure, prohibiting defendants American International Group, Inc. ("AIG"), Maurice R. Greenberg, Starr International Company, Inc., C.V. Starr & Co., Inc., Edward E. Matthews, Howard I. Smith, and all other parties and persons having notice of the injunction, and their agents, attorneys, servants, and employees and all persons in active concert or participation with any of them, from instituting or prosecuting or continuing to prosecute any proceeding in any State or United States court or in any arbitration proceeding affecting Directors', Officers', Insured Entity and Employment Practices Liability Insurance Policy Number DOL8811693, purchased by AIG from

Great American (the "Policy"), or the proceeds thereof; and granting such further relief as the Court deems just and proper.

Dated: New York, New York
May 20, 2009

Respectfully submitted,

BOUNDAS, SKARZYNSKI, WALSH
& BLACK, LLC

By: s/ James T. Sandnes
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